

Phillip J. Shepherd Attorney-At-Law

307 West Main Street • P.O. Box 782 • Frankfort, KY 40602-0782



June 30, 2004

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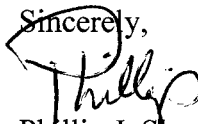
PUBLIC SERVICE
COMMISSION

Hon. J.R. Goff
Kentucky Public Service Commission
P.O. Box 615
Frankfort, Kentucky 40601

Re: Application of Doe Valley Utilities & Doe Valley Association
Case No. 2003-00360

Dear J.R.:

I have enclosed a copy of the Articles of Amendment of Doe Valley Association, Inc., as referenced in our last motion. These are the Articles that were filed with the Secretary of State, pursuant to the corporate resolution previously filed with the Commission, which was attached to our motion. Please add this document to the record as a supplemental filing in support of our motion for the entry of a final order of the Commission.

Sincerely,

Phillip J. Shepherd

Copies: All counsel of record

(502) 227-1122 • Fax: (502) 227-0010
e-mail: shepherd@mis.net

**ARTICLES OF AMENDMENT
OF
DOE VALLEY ASSOCIATION, INC.**

Trey Grayson
Secretary of State
Received and Filed
06/21/2004 1:00:46 PM
Fee Receipt: \$8.00

ARTICLE I: NAME

The name of the Corporation is "Doe Valley Association, Inc."

Article IV: REGISTERED OFFICE is hereby amended in its entirety to read as follows:

ARTICLE IV: REGISTERED OFFICE

The registered office of the Corporation shall be One Doe Valley Parkway, Brandenburg, Kentucky 40108, which office may be changed from time to time by resolution of the board of directors of the Corporation. Any officer of the Corporation is authorized to sign and file notice of any board approved change in the Corporation's registered office with the Secretary of State of the Commonwealth of Kentucky.

Article V: REGISTERED AGENT is hereby amended in its entirety to read as follows:

ARTICLE V: REGISTERED AGENT

The registered agent of the Corporation shall be the person serving as president of the Corporation from time to time, during his or her term of office. Accordingly, Judi Deppen, shall be the registered agent of the Corporation upon adoption of these Articles of Amendment and shall continue to serve as such during her term of office as president of the Corporation. Any officer of the Corporation is authorized to sign and file notice of the change in registered agent with the Secretary of State of the Commonwealth of Kentucky from time to time.

Article VI: DIRECTORS is hereby amended in its entirety to read as follows:

ARTICLE VI: DIRECTORS

- (a) The Corporation shall be governed by a board of directors. The number, qualifications, terms, manner of voting, and manner of election shall be prescribed in, and may be changed by amendment to, the by-laws, provided however that to the extent the Corporation continues to provide water to the 6 customers it currently has that live outside the boundaries of Doe Valley subdivision/development, such water customers shall have a right to vote for the election of

directors that will have jurisdiction over the utilities. Such voting rights shall be the same as any owner of a single lot living within the boundaries of Doe Valley subdivision/development. Said voting rights shall not be modified or eliminated by the by-laws.

- (b) The board of directors shall provide an avenue of appeal for all utility users it sells water to in the event Doe Valley Association, Inc. is determined to not be under the jurisdiction of the Public Service Commission.
- (c) The Corporation shall continue to provide water to the 6 outside customers at the same rate as the Doe Valley property owners as long as the outside customers need water and as long as Doe Valley Association, Inc. is providing water.

ARTICLE VII is hereby amended in its entirety to read as follows:

ARTICLE VII: DIRECTOR LIABILITY

- (a) In accordance with KRS 273.215, each director shall discharge his/her duties as a director, including his/her duties as a member of a committee in good faith, on an informed basis, and in a manner he/she honestly believes to be in the best interests of the Corporation.
- (b) As allowed by KRS 273.248, except for any act or omissions occurring prior to the adoption of these Articles of Amendment, a director shall not have personal liability to the Corporation for monetary damages for breach of his/her duties as a director, provided that there shall be no limitation or elimination of the liability of a director:
 - 1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation:
 - 2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
 - 3. For any transaction from which the director derived an improper personal benefit.

The foregoing amendments to the Articles of Incorporation of Doe Valley Association, Inc. (the "Corporation" or "POA") were proposed by resolution of the board of directors of the Corporation, and submitted to a vote at a special

THIS INSTRUMENT PREPARED BY:

BOROWITZ & GOLDSMITH, PLC

By: Sharon R. Handy
Sharon R. Handy
401 W. Main Street, Suite 1100
Louisville KY 40202
(502) 584-7371